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UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481
	:	
Debtors.	:	(Jointly Administered)
	:	
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**JOINDER IN LIMITED OBJECTIONS TO FINANCING MOTION AND
INTERIM DIP FINANCING ORDER, AND REQUEST BY FREESCALE
SEMICONDUCTOR, INC. FOR ADEQUATE PROTECTION FOR
PRE-PETITION SETOFF RIGHTS**

Freescale Semiconductor, Inc. hereby joins in the limited objections to Debtors' Financing Motion dated October 8, 2005 (Doc. 42) and the Interim DIP Financing Order dated October 12, 2005 (Doc. 164).

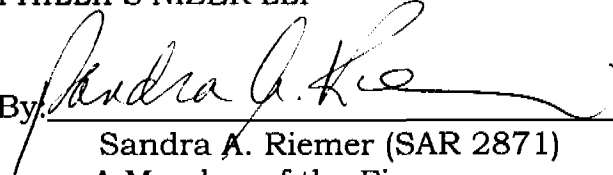
Freescale is a supplier to one or more of the Debtors. In the ordinary course of business, Debtors are indebted to Freescale and Freescale may be indebted to Debtors for various credits, overpayments or other sums, in amounts that have yet to be determined.

Freescale joins in the limited objections filed by Robert Bosch Corporation and affiliates (Doc. 428); Mercedes-Benz U.S. International, Inc. (Doc. 435); Venture Plastics, Inc. (Doc. 436); Calsonic Kansei North America,

Inc. (Doc. 442); DaimlerChrysler Motors Company (Doc. 450); Decatur Plastic Products, Inc. (Doc. 451); Gibbs Die Casting Corporation (Doc. 455); Lorentson Manufacturing Company, Inc. (Doc. 458); Autocam Corporation (Doc. 459); and Lorentson Manufacturing Company Southwest, Inc. (Doc. 461); with respect to the setoff issue and the request that Freescale's rights of setoff be adequately protected in the form of priority over the liens and claims granted to the DIP Lenders and the Pre-Petition Secured Lenders; and such other and further relief as the Court deems just and proper.

Dated: New York, New York
October 21, 2005

PHILLIPS NIZER LLP

By: 
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